



INTERIM BYLAWS FOR THE INFORMATION TECHNOLOGY INVESTMENT BOARD

August 5, 2003

ARTICLE I

Purpose & Board Authority

The Information Technology Investment Board (the Board) is established as a supervisory board, within the meaning of § [2.2-2100](#), in the executive branch of state government by *Code of Virginia* Chapter 25 (§ 2.2 –2452) of Title 1 (the “Act”). The Board shall be responsible for the planning, budgeting, acquiring, using, disposing, managing, and administering of information technology in the Commonwealth.

ARTICLE II

Board Powers and Duties

Pursuant to the Act, the Board shall have the power and duty to:

1. Appoint the Chief Information Officer as the chief administrative officer of the Board to oversee the operation of VITA pursuant to § [2.2-2000](#);
2. Adopt rules and procedures for the conduct of its business;
3. Approve or disapprove the development of all major information technology projects as defined in § [2.2-2001](#). The Board may terminate any major information technology project recommended for termination by the Chief Information Officer pursuant to § [2.2-2010](#);
4. Approve strategies, standards, and priorities recommended by the Chief Information Officer for the use of information technology for state agencies in the executive branch of state government;
5. Approve the four-year plan for information technology projects;
6. Approve statewide technical and data standards for information technology and related systems;
7. Approve statewide information technology architecture and related set of system standards;
8. Approve criteria for the review and approval of the planning, scheduling and tracking of major information technology projects as defined in § 2.2-2001;

9. Adopt resolutions or regulations conferring upon the Chief Information Officer all such powers, authorities and duties as the Board deems necessary or proper to carry out the purposes of Chapter 20 of Title 2.2; and
10. Submit by September 1 of each year a list of recommended technology investment projects and priorities for funding such projects to the Governor and the General Assembly.

ARTICLE III

Membership of the Information Technology Investment Board

Pursuant to the Act, The Board shall consist of ten (10) members that include eight (8) nonlegislative citizen members and two (2) ex officio members as follows: (i) four (4) nonlegislative citizen members appointed by the Governor, of whom one (1) shall be appointed from a list of not less than seven (7) individuals nominated jointly by the Chairs of the Senate Committee on General Laws and the House Committee on Science and Technology in consultation with their respective committee memberships; (ii) four (4) nonlegislative citizen members appointed by the Joint Rules Committee from a list recommended by the Joint Commission on Technology and Science; (iii) the Secretary of Technology who shall serve ex officio with full voting privileges; and (iv) the Auditor of Public Accounts shall serve ex officio without voting privileges.

The individuals jointly nominated by the Chairs of the Senate Committee on General Laws and the House Committee on Science and Technology shall, at a minimum, have experience as senior information technology management personnel for a company with annual gross revenues in excess of \$50 million. The other nonlegislative citizen members shall have experience in information technology systems or other technology systems including but not limited to human resources, environment, transportation, or finance.

The initial appointments of the nonlegislative citizen members shall be staggered as follows: one member for one year, one member for two years, one member for three years, and one member for four years appointed by the Governor; one member for one year, one member for two years, one member for three years, and one member for four years appointed by the Joint Rules Committee. The ex officio members of the Board shall serve terms coincident with their respective terms of office.

Thereafter, nonlegislative citizen members shall be appointed for terms of four years. Appointments to fill vacancies, other than by expiration of a term, shall be for the unexpired terms. All members may be reappointed. However, no nonlegislative citizen member shall serve more than two consecutive four-year terms. The remainder of any term to which a member is appointed to fill a vacancy shall not constitute a term in determining the member's eligibility for reappointment. Vacancies shall be filled in the same manner as the original appointments.

ARTICLE IV

Compensation

Citizen members shall receive compensation, including all reasonable and necessary expenses incurred in the discharge of their duties, as provided in § [2.2-2813](#).

ARTICLE V

Terms and Responsibilities of the Chairman of the Board

Pursuant to the Act, The Board shall elect its chairman and vice chairman from among its members for two-year terms.

The Chairman shall preside over and facilitate all Board meetings. In the event the Chairman is not present, the Vice Chairman shall preside.

The Chairman of the Board:

- A. Has the authority to call meetings of the Board.
- B. Working with the CIO, will provide appropriate staff to support the Board.
- C. Working with the Secretary of Technology, has the authority to request materials, resources, data, and assistance from State agencies and institutions of higher education.
- D. Act in behalf of the Board to hire and determine compensation/benefit package for the CIO.
- E. Supervise the CIO on a day-to-day basis.
- F. Act in behalf of and represent the Board in any matters related to VITA.

ARTICLE VI

Responsibilities of the CIO and Staff

The CIO shall serve as the Board's agent for all matters related to the Board's activities. In addition, the CIO is responsible for providing adequate staff support to the Board for the following:

- A. Maintaining official records of Board activities of any kind.
- B. Arranging meetings and providing the required notice of each meeting.

- C. Maintaining the roll.
- D. Preparing the minutes of all meetings.
- E. Preparing or overseeing official correspondence.
- F. Maintaining official records and filing all papers and submissions required by law or regulations.
- G. Serving as liaison between Board members and the Secretary of Technology, the Secretary's agencies, other agencies of state government, and local governments in the Commonwealth.
- H. Providing updates, news items, announcements, upcoming conferences, and articles or papers of interest to Board members.
- I. Updating and maintaining the Board Web site.
- J. Completing all other duties and responsibilities as assigned by the Secretary of Technology.

Pursuant to the Act, the Virginia Information Technologies Agency shall provide staff support to the Board.

ARTICLE VII

Meetings

Pursuant to the Act, The Board shall meet at least quarterly each year. The meetings of the Board shall be held at the call of the chairman or whenever the majority of the members so request. The Freedom of Information Act (§ 2.2-3701) defines meetings as work sessions, when sitting as a body or entity, or as an informal assemblage of as many as three members, with or without minutes being taken, whether or not votes are cast, of any public body. Board meetings shall be conducted pursuant to Robert's Rules of Order.

A. Quorum and Voting Procedures.

1. A majority of the members shall constitute a quorum.
2. The Board, or any part thereof, may not vote when a quorum is not physically present.
3. Members may send designees to participate on their behalf in meeting discussions. Members' designees shall not be counted when establishing a quorum and shall not vote.

4. Each Board member shall have a single vote and must be present, in person or by telephone or videoconference (pursuant to § 2.2-3707 (B), § 2.2-3708 (A), and § 2.2-3710) to exercise that vote. In the event a board member is unable to be present for a vote, the board member may elect to designate another board member as a proxy for voting purposes by submitting to the chair of the board a notarized letter indicating the designation of a proxy.
5. For votes on administrative matters and substantive findings and recommendations, the Chairman or the Chairman's Designee shall request a motion for a vote. Upon a motion and a second, administrative matters and substantive findings and recommendations must be approved by a majority vote of the Board members currently serving, present, and eligible to vote. Each vote shall be entered by voice vote. Roll call votes shall be instituted when no clear majority can be discerned from the voice vote or at the request of any member.

B. Open and Closed Meetings.

1. All meetings of the Board shall be open, except for closed meetings authorized by the Freedom of Information Act.
2. No meeting shall be conducted through telephonic, video, electronic or other communication means where the members are not physically assembled to discuss or transact public business, except as provided in *Code of Virginia* § 2.2-3707 (B), § 2.2-3708 (A), and § 2.2-3710.
3. The Board shall give notice of the date, time, and location of its meetings by placing the notice on the Commonwealth Calendar, at the Office of the Secretary Technology. The notice shall be posted at least three (3) working days prior to the meeting. Notices shall state whether public comment will be received at the meeting and, if so, the approximate point during the meeting when public comment will be received.
4. Reasonable notice of special or emergency meetings shall be given contemporaneously with the notice provided to Board members.
5. Any person may annually file a written request for notification with the Board. The request shall include the requester's name, organization, address, telephone number, and electronic mail address. The Board shall provide notice of all meetings directly to each requestor. Without objection by the person, the Board may provide electronic notice of all meetings in response to such requests.
6. At least one copy of the agenda and all meeting materials, unless exempt from public disclosure under the Freedom of Information Act, shall be made available for public inspection at the same time such documents are furnished to the members of the Board.

7. The foregoing does not prohibit the gathering or attendance of two or more members of a public body (i) at any place or function where no part of the purpose of such gathering or attendance is the discussion or transaction of any public business, and such gathering or attendance was not called or prearranged with any purpose of discussing or transacting any business of the public body or (ii) at a public forum, candidate appearance, or debate, the purpose of which is to inform the electorate and not to transact public business or to hold discussions relating to the transaction of public business, even though the performance of the members individually or collectively in the conduct of public business may be a topic of discussion or debate at such public meeting.
8. Any person may photograph, film, record or otherwise reproduce any portion of a meeting required to be open. The public body conducting the meeting may adopt rules governing the placement and use of equipment necessary for broadcasting, photographing, filming or recording a meeting to prevent interference with the proceedings.
9. Minutes shall be recorded at all open meetings. Minutes, including draft minutes, and all other records of open meetings, including audio or audio/visual records shall be deemed public records and subject to the provisions of the Freedom of Information Act. Audio or audio/visual records of open meetings shall be public records that shall be produced in accordance with § 2.2-3704 of the *Code of Virginia*.
10. Closed meetings are permitted only for one or more of the reasons specified in § 2.2-3711. The procedures for going into closed meeting and reconvening in public as outlined in § 2.2-3712 shall be followed.

C. Agenda and Presentations.

The Chairman shall prepare the agenda for full Board meetings. Any member of the Board may submit any item to the Chairman for consideration at a meeting of the Board. In addition, non-members, including members of the public, through an individual Board member or the CIO, may submit items for consideration. Items must be submitted to the Chairman within a reasonable timeframe, no later than ten (10) days prior to the Board meeting. The Chairman shall have the discretion to defer issues and to consider requests requiring immediate action at any time.

D. Meeting Conduct and Proceedings.

1. Seating for the Board members will be designated for and occupied only by Board members or their Designees.

2. The Chairman (or designee) shall ensure the orderly conduct of Board business, including recognizing members of the Board and other persons to speak, imposing reasonable limitations on the length of time a speaker may hold the floor, determining the order in which members may question speakers, and conducting votes of Board members.
3. Meetings will be conducted in accordance with the meeting agenda. At a minimum, agenda items shall include Call to Order, Approval of Minutes, New Business, Public Comment, and Adjournment.
4. Topics for consideration at Board meetings shall be restricted to those items listed in the posted agenda. Deviations from the agenda are subject to Board approval. The Chairman will follow Virginia law, these bylaws, and Robert's Rules of Order to make any administrative or procedural determinations.

E. Minutes and Reports.

1. Minutes shall be recorded at all Board meetings.
2. The Board's records shall be kept in accordance with the Virginia Public Records Act, §§ 42.1-76 et seq. of the *Code of Virginia*. The Board shall not destroy or discard public records without a retention and disposition schedule approved by the Librarian of Virginia.
3. Minutes of Board meetings shall be prepared by the CIO or designee and distributed to each Board member. Minutes of meetings shall be available to the public upon request, except for minutes taken at closed meetings, and shall be made available on the Virginia Information Technologies Agency Web site (www.vita.virginia.gov). The minutes shall include:
 - a. A record of the persons present (including the names of the members, staff, guests, and presenters).
 - b. A complete and accurate description of the conclusions reached.
 - c. Copies of all reports and presentations received, issued, or approved by the Board or any workgroup that may be established by the Board.

ARTICLE VIII

Freedom of Information Act and Public Records

Pursuant to the Freedom of Information Act, public records are all writings and recordings which consist of letters, words or numbers, or their equivalent, set down by

handwriting, typewriting, printing, Photostatting, photography, magnetic impulse, optical or magneto-optical form, mechanical or electronic recording or other form of data compilation, however stored, and regardless of physical form or characteristics, prepared or owned by, or in the possession of the Board or its officers, employees, or agents in the transaction of public business.

- A. All public records are open for inspection and copying during the regular office hours of the records' custodian, the CIO.
- B. Precautions must be taken by the records' custodian, the CIO, for the preservation and safekeeping of all official Board records.
- C. Requests for records must be made with reasonable specificity.

The Freedom of Information Act does not prohibit disclosure of any public record. The Act exempts certain records from required disclosure. The response for requests for records:

- 1. Must be made within five business days after receipt of the request.
- 2. Requested records must be provided unless a statutory exemption applies. Specific exemption to the disclosure requirements of the Act are detailed in § 2.2-3705.
- 3. If an exemption applies, a written explanation must be given explaining why the records are not being produced, identify with reasonable particularity the volume and subject matter of withheld records, and citing the specific exemption.
- 4. If a statutory exemption applies to some, but not all, of the requested records, the exempted portion of the records may be deleted and the remainder of the records disclosed. A written explanation must be given to the requestor explaining why the deleted portions of the records are not available, with specific reference to the statutory exemption claimed.
- 5. Public bodies are not required to create a document if it does not already exist.

ARTICLE IX

Conflict of Interest

The disclosure requirements of subsection B of § [2.2-3114](#) of the State and Local Government Conflict of Interest Act shall apply to citizen members of the Board. Board members shall file, as a condition of membership to the Board, a disclosure form of their personal interests and such other information as is specified on the form required by the Secretary of the Commonwealth, and thereafter shall file such form annually on or before January 15.

ARTICLE X
Review and Amendment of Bylaws

- A. These bylaws may be waived or amended at any meeting of the Board by a majority vote of those present, provided notice of the substance of the proposed amendment is sent to all Board members at least five (5) days before the meeting.
- B. These bylaws shall be reviewed periodically by the Board and changes made as appropriate.